

**Application to Transfer Site Certification Agreement for the
Goose Prairie Solar Project to Goose Prairie Solar LLC, and Indirectly Transfer
Control of Site Certification Agreement to the Brookfield Global Transition Fund**

WAC 463-66-100

OER WA Solar 1, LLC (“OER”), together with Goose Prairie Solar LLC and the Brookfield Global Transition Fund, an investment fund focused on the global transition to a net-zero carbon economy managed by Brookfield Asset Management (“Brookfield”), submits this request for transfer seeking approval of a direct transfer of the Site Certification Agreement dated December 20, 2021 (“SCA”) for the Goose Prairie Solar Project to Goose Prairie Solar LLC and an indirect transfer of control of the SCA to Brookfield.

WAC 463-66-100 Transfer of a site certification agreement.

No site certification agreement, any portion of a site certification agreement, nor any legal or equitable interest in such an agreement issued under this chapter shall be transferred, assigned, or in any manner disposed of (including abandonment), either voluntarily or involuntarily, directly or indirectly, through transfer of control of the certification agreement or the site certification agreement owner or project sponsor without express council approval of such action. In the event a site certification agreement is to be acquired via a merger, leveraged buy-out, or other change in corporate or partnership ownership, the successor in interest must file a formal petition under the terms of this section to continue operation or other activities at the certificated site.

(1) A certification holder seeking to transfer or otherwise dispose of a site certification agreement must file a formal application with the council including information about the new owner required by WAC 463-60-015 and 463-60-075 that demonstrate the transferee's organizational, financial, managerial, and technical capability to comply with the terms and conditions of the original site certification agreement including council approved plans for termination of the plant and site restoration. The council may place conditions on the transfer of the certification agreement including provisions that reserve liability for the site in the original certification holder.

RESPONSE: This request for transfer details how the “new owner” has the financial, managerial, and technical capability to comply with the terms and conditions of the SCA and construct, operate, and retire the Project.

Summary of Application for Transfer. On January 19, 2021, OER applied to EFSEC for a site certification agreement to construct and operate the Goose Prairie Solar Project. On October 19, 2021 EFSEC issued a report recommending that Governor Inslee approve the application and execute a site certification agreement. On December 20, 2021, Governor Inslee approved the application and executed the SCA, authorizing OER to construct and operate the Goose Prairie Solar Project subject to the terms and conditions set forth in the SCA.

OER has agreed to sell the project to Goose Prairie Solar LLC, subject to approval from EFSEC. Accordingly, the enclosed analysis provides the information necessary for the Council to determine that Goose Prairie Solar LLC and Brookfield meet, or can be expected to meet, the requirements of WAC 463-66-100.

Information About the New Owner.

Goose Prairie Solar LLC, a Delaware limited liability company, is a subsidiary of the Brookfield Global Transition Fund, an investment fund focused on the global transition to a net-zero carbon economy and managed by Brookfield Asset Management (“BAM”), one of the leading global alternative asset managers with over US\$600 billion of assets under management across real estate, infrastructure, renewable power, private equity and credit. BAM’s renewable energy business is Toronto-based Brookfield Renewable Partners L.P. (“Brookfield Renewable”) (NYSE: BEP; TSX: BEP.UN), one of the world’s largest publicly traded renewable power platforms. Upon completion of the acquisition, the Goose Prairie Solar Project will become part of Brookfield Renewable U.S.’s energy generating, trading, and marketing business.

Brookfield Renewable U.S., headquartered in New York City, develops, owns, operates, and manages a diversified portfolio of hydropower, wind, solar, and storage facilities across 34 states, totaling approximately 8,000 megawatts of generating capacity. This diversified renewable platform generates approximately 24 million megawatt-hours of clean and renewable power, enough electricity to power approximately 3 million homes annually.

Transferee’s operational, financial, managerial, and technical capability to comply with the terms and conditions of the SCA, including plans for termination and restoration.

With over 120 years of experience in power generation, Brookfield operates its facilities in best-in-class standards, while also leveraging its footprint to extend an array of economic, social, and environmental benefits in surrounding communities. Brookfield employs over eight hundred dedicated professionals in the day-to-day operations of its facilities, business, and project development.

Project portfolio.

Brookfield’s U.S.’s operational solar, wind, hydro and storage assets are shown on the map attached as Exhibit A.

In the Pacific Northwest, Brookfield Renewable U.S. owns and operates the Shepherds Flat Wind Farm in northern Oregon. The Shepherds Flat Wind Farm is comprised of three separate projects totaling 845 megawatts of generating capacity, which deliver significant economic and environmental benefits to the Pacific Northwest. With operations commencing in 2012, Shepherds Flat took its official place as one of the world’s largest wind farms, generating enough clean, renewable energy to power hundreds of thousands of homes.

Financial capability.

The project information above demonstrates the depth and diversity of Brookfield's projects, with over 8,000 megawatts of generating capacity. As of September 30, 2021, Brookfield had approximately \$25 billion of assets on its balance sheet, with total liabilities of approximately \$12 billion.

Management of construction and operation of projects.

Leveraging our in-house technical expertise, Brookfield Renewable U.S. delivers renewable energy projects from conception through development and operation. We oversee planning and construction to ensure projects meet best-in-class quality standards at competitive costs. We have a proven track record in managing large capital projects, with experience working with local agencies, communities and regulators.

Brookfield Renewable U.S., a leader in renewable power, is committed building a sustainable energy future that is affordable, reliable, and clean. We recently completed the repower of two wind farms located in western New York. In December 2021, Steel Winds and Cohocton, were repowered to increase their efficiency without extending their footprint. These projects went through an extensive permitting process, most notably Special Use Permits, along with many federal, state, and local permits.

Brookfield Renewable U.S. operates a diversified renewable energy portfolio of hydropower, wind, solar, and storage facilities, drawing from over 120 years of experience and industry-leading innovation to optimize our assets and drive value.

Brookfield Renewable U.S. deploys decades of experience and cutting-edge innovation to maximize the smooth and efficient operation of our extensive portfolio of hydropower, wind, solar, energy storage and distributed energy resources. We find ways to boost energy yield and optimize efficiency across our renewable platform by using advanced digital technology management systems and through proactive plant maintenance by our on-the-ground site managers. To help run our world-class fleet, Brookfield Renewable U.S. boasts a strong team of dedicated professionals and a 24/7 National System Control Center in Marlborough, Massachusetts.

Capability to successfully retire project and restore project site.

Goose Prairie Solar LLC will work with an experienced and certified contractor to decommission the Goose Prairie Solar Project in compliance with the terms and conditions of the SCA. Brookfield Renewable is committed to the responsible and thoughtful development of our renewable assets. Development projects go through extensive environmental review and permitting process. Brookfield Renewable U.S. requires its contractors to follow state and federal guidelines regarding disposal of waste solar panels. We encourage all contractors where possible to recycle solar panels. As this is an evolving field, Brookfield is evaluating the market opportunities and will choose a path consistent with our robust ESG policies. Similar with how

the recycling of wind assets has developed as the technology matures, we expect this to be the same for solar and Brookfield will ensure that the site is decommissioned and recycled in line with the industry standards at the time All decommissioning and restoration activities will adhere to the requirements of the appropriate governing authorities and will be accordance with all applicable federal state and local permits.

In compliance with the Council's financial assurance requirements and Condition D1 and D2 of the SCA, Goose Prairie Solar LLC will provide financial assurance sufficient, based on detailed engineering estimates, for required site restoration costs.

(2) If the certification holder is seeking an alternative disposition of a certificated site, the certification holder must petition the council for an amendment to its site certification agreement pursuant to the provisions of this chapter and gain council approval of its alternative disposition plan. In submitting a request for an alternative disposition of a certificated site, the certification holder must describe the operational and environmental effects of the alternative use of the site on the certified facility. If the proposed alternative use of the site is inconsistent with the terms and conditions of the original site certification agreement the council may reject the application for alternative use of the site.

RESPONSE: Not applicable. Neither OER nor Goose Prairie Solar LLC propose an alternative disposition of the certificated site.

(3) The council shall require any person who submits an application to acquire a site certification agreement under provisions of this section to file a written consent from the current certification holder, or a certified copy of an order or judgment of a court of competent jurisdiction, attesting to the person's right, subject to the provisions of chapter 80.50 RCW et seq. and the rules of this chapter, to possession of the energy facility involved.

RESPONSE: Not applicable. OER is making this request together with Goose Prairie Solar LLC and Brookfield.

(4) After mailing a notice of the pending application for transfer of the site certification agreement to all persons on its mailing list, the council shall hold an informational hearing on the application. Following the hearing the council may approve an application for transfer of the site certification agreement if the council determines that:

(a) The applicant satisfies the provisions of WAC 463-60-015 and 463-60-075;

(b) The applicant is entitled to possession of the energy facility described in the certification agreement; and

(c) The applicant agrees to abide by all of the terms and conditions of the site certification agreement to be transferred and has demonstrated it has the organizational, financial, managerial, and technical capability and is willing and able to comply with the terms and conditions of the certification agreement being transferred.

(5) The council shall issue a formal order either approving or denying the application for transfer of the site certification agreement. If the council denies the request, it shall state the reasons for its denial.

RESPONSE: Following the hearing, OER and Goose Prairie Solar LLC anticipate that the Council will find that the Goose Prairie Solar LLC and Brookfield comply with the requirements applicable to this transfer request. Goose Prairie Solar LLC agrees to abide by all of the terms and conditions of the SCA.

EXHIBIT A PROJECT PORTFOLIO MAP

